

09/763214

TA-2002 Rec'd PCT/PTO 02 FEB 2001

(Official Form 11 (9/97)

FORM B1 United States Bankruptcy Court For The District of Delaware		Voluntary Petition															
Name of Debtor (if individual, enter Last, First, Middle): Harnischfeger Industries, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):															
Soc. Sec./Tax I.D. No. (if more than one, state all): 39-1566457		Soc. Sec./Tax I.D. No. (if more than one, state all):															
Street Address of Debtor (No. & Street, City, State & Zip Code): 3600 South Lake Drive St. Francis, Wisconsin 53235-3716		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):															
County of Residence or of the Principal Place of Business: Milwaukee County		County of Residence or of the Principal Place of Business:															
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):															
Location of Principal Assets of Business Debtor (if different from street address above):																	
Information Regarding the Debtor (Check the Applicable Boxes)																	
Venue (Check any applicable box) <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 																	
Type of Debtor (Check all boxes that apply) <ul style="list-style-type: none"> <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ 		Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding 															
Nature of Debts (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business 		Filing Fee (Check one box) <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3 															
Chapter 11 Small Business (Check all boxes that apply) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional) 																	
Statistical/Administrative Information (Estimates only) <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. 		THIS SPACE IS FOR COURT USE ONLY															
Estimated Number of Creditors <table style="margin-left: auto; margin-right: auto;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>		1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	U.S. BANKRUPTCY COURT DISTRICT OF DELAWARE ORDER OF RELIEF JUN 1 8 34 AM '99			
1-15	16-49	50-99	100-199	200-999	1000-over												
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>												
Estimated Assets <table style="margin-left: auto; margin-right: auto;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10,000,001</td> <td>\$10,000,001 to \$50,000,001</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10,000,001 to \$50,000,001	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10,000,001 to \$50,000,001	\$50,000,001 to \$100 million	More than \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										
Estimated Debts <table style="margin-left: auto; margin-right: auto;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10,000,001</td> <td>\$10,000,001 to \$50,000,001</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10,000,001 to \$50,000,001	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										

EXHIBIT

A

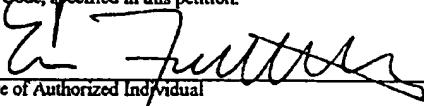
Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Harnischfeger Industries, Inc.	FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location: None	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: SEE ATTACHED LIST	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Signatures			
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p>		<p>Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual</p> <p>Eric B. Fonstad Printed Name of Authorized Individual</p> <p>Assistant Secretary Title of Authorized Individual</p> <p>6/7/99 Date</p>	
<p>Signature of Attorney  Signature of Attorney for Debtor(s)</p> <p>Laura Davis Jones, Esq. Young Conaway Stargatt & Taylor, LLP Rodney Square North Wilmington, DE 19801 (302) 571-6600</p> <p>6/7/99 Date</p>		<p>Signature of Non-Attorney Petition Preparer</p> <p>Printed Name of Bankruptcy Petition Preparer</p> <p>Social Security Number</p> <p>Address</p> <p>Name as Social Security numbers of all other individuals who prepared or assisted in preparing this document.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____ Signature of Bankruptcy Petition Preparer</p> <p>Date</p>	
<p>Exhibit A (To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. § 156.</p>	
<p>Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____ Signature of Attorney for Debtor(s) _____ Date</p>			

Exhibit "A"

In re:)
 HARNISCHFEGER INDUSTRIES, INC.,) Chapter 11
 Debtor.) Case No. 99-_____)
)
)

Exhibit "A" to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-09299.

2. The following financial data is the latest available information and refers to the debtor's condition on April 30, 1999.

i. Total assets	<u>\$2,875,629,000.00</u>	Approximate number of holders
b. Total debts (including debts listed in 2.c, below)	<u>\$2,276,059,000.00</u>	

c. Debt securities held by more than 500 holders.			
i. 6.875% Notes, due 2/15/27, issued under Indenture dated 3/1/92, as Supplemented 6/12/92	secured / /	unsecured /X/	subordinated /X/
			<u>\$150,000,000.00</u>
			<u>Unknown</u>
ii. 7.25% Notes, due 12/15/25, issued under Indenture dated 3/1/92, as Supplemented 6/12/92	secured / /	unsecured /X/	subordinated /X/
			<u>\$150,000,000.00</u>
			<u>Unknown</u>
iii. 8.9% Debenture, due 3/1/22, issued under Indenture dated 3/1/92, as Supplemented 6/12/92	secured / /	unsecured /X/	subordinated /X/
			<u>\$75,000,000.00</u>
			<u>Unknown</u>
iv. 8.7% Debenture, due 6/15/22, issued under Indenture dated 3/1/92, as Supplemented 6/12/92	secured / /	unsecured /X/	subordinated /X/
			<u>\$75,000,000.00</u>
			<u>Unknown</u>
d. Number of shares of preferred stock	<u>N/A</u>		
Number of shares common stock	<u>51,668,939</u>		
			<u>Unknown</u>
3. Brief description of debtor's business:	<u>Harnischfeger Industries, Inc., together with its direct and indirect subsidiaries, is a global company with business segments involved in the life-cycle management of equipment for underground mining, surface mining and pulp and papermaking</u>		

4. List of names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Brinson Partners Inc, ICM Asset Management, Morgan Stanley Dean Witter & Co, Trimark Financial Corp,

Trinity I Fund LP

List of Filing Entities

HARNISCHFEGER INDUSTRIES, INC.,
AMERICAN ALLOY COMPANY,
AMERICAN LONGWALL FACE CONVEYORS, INC.,
AMERICAN LONGWALL, INC.,
AMERICAN LONGWALL REBUILD, INC.,
AMERICAN LONGWALL ROOF SUPPORTS, INC.,
BELOIT CORPORATION,
BELOIT PULPING GROUP, INC.,
BELOIT TECHNOLOGIES, INC.,
BENEFIT, INC.,
BWRC DUTCH HOLDINGS, INC.,
BWRC, INC.,
DOBSON PARK INDUSTRIES, INC.,
FIELD REPAIR SERVICES LLC,
FITCHBURG CORPORATION,
HARNISCHFEGER CORPORATION,
HARNISCHFEGER TECHNOLOGIES, INC.,
HARNISCHFEGER WORLD SERVICES CORPORATION,
HCHC, INC.,
HCHC UK HOLDINGS, INC.,
HIHC, INC.,
THE HORSBURGH & SCOTT COMPANY,
JOY MM DELAWARE, INC.,
JOY TECHNOLOGIES INC.,
JOY TECHNOLOGIES DELAWARE, INC.,
JTI UK HOLDINGS, INC.,
OPTICAL ALIGNMENT SYSTEMS AND INSPECTION SERVICES, INC.,
PRINCETON PAPER COMPANY, LLC,
RCHH, INC.,
SOUTH SHORE CORPORATION,
SOUTH SHORE DEVELOPMENT LLC

**RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
HARNISCHFEGER INDUSTRIES, INC.**

The directors of Harnischfeger Industries, Inc. (the "Company"), a Delaware corporation, hereby adopt the following resolutions, as the action of the Board of Directors of the Company.

WHEREAS, the Board of Directors has considered the financial and operational aspects of the Company's business;

WHEREAS, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company;

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board of Directors, it is desirable and in the best interests of this Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11, Title 11 of the United States Code.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents and to take any and all action which they deem necessary or proper to obtain such relief.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware bankruptcy counsel to the Company to represent and assist the Company in carrying out its

duties under Title 11 of the United States Code; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Wachtell, Lipton, Rosen & Katz as special corporate counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Wachtell, Lipton, Rosen & Katz.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers LLP as certified public accountants and advisors to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers LLP.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers Securities LLC as financial advisors to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers Securities LLC.

BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and directed to obtain the Debtor-In-Possession Financing according to the terms negotiated by management of the Company; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate loan agreements and related ancillary documents.

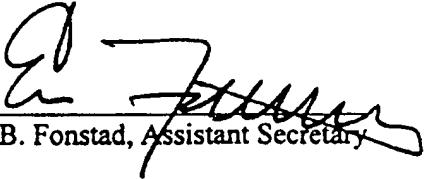
BE IT FURTHER RESOLVED: That the Officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

CERTIFICATE

The undersigned, Eric B. Fonstad, Assistant Secretary of Harnischfeger Industries, Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Assistant Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors of the Company, duly adopted at a properly convened telephonic meeting of the Board of Directors on June 7, 1999, by unanimous vote of the directors there present, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 7 day of June, 1999.


Eric B. Fonstad, Assistant Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)		
HARNISCHFEGER INDUSTRIES, INC.,)	Chapter 11)
)	Case No. 99-_____)
Debtor.)		

LIST OF CREDITORS HOLDING 25 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
The Chase Manhattan Bank, as Agent 270 Park Avenue New York, NY 10017	The Chase Manhattan Bank, as Agent 270 Park Avenue New York, NY 10017 Contact: William Repko Tel: (212) 270-3457 Fax: (212) 949-1459	Revolver	\$ 500,000,000
U.S. Bank Trust, as Trustee One Illinois Center 111 East Wacker Drive Suite 3000 Chicago, IL 60601	U.S. Bank Trust, as Trustee One Illinois Center 111 East Wacker Drive Suite 3000 Chicago, IL 60601 Contact: Martha Sanders Tel: (312) 228-9452 Fax: (312) 228-9459	Debt under 3/1/92 Indenture as Supplemented 6/12/92	\$ 450,000,000
Nationwide Life Insurance Company One Nationwide Plaza - 33T Columbus, OH 43216	Nationwide Life Insurance Company One Nationwide Plaza - 33T Columbus, OH 43216 Contact: Paula May Tel: (614) 249-7111 Fax: (614) 249-9071	Debt - Series A and Series C Noteholder	\$ 33,500,000
AG Capital Funding Partners c/o A.G. Partners, L.P. 245 Park Avenue New York, NY 10167	AG Capital Funding Partners c/o A.G. Partners, L.P. 245 Park Avenue New York, NY 10167 Contact: Michael L. Gordon Tel: (212) 692-8294 Fax: (212) 867-6395	Debt - Series A and Series B Noteholder	\$ 10,000,000
Northwood Capital Funding c/o Northwood Ventures 485 Underhill Blvd., Suite 205 Syosset, NY 11791	Northwood Capital Funding c/o Northwood Ventures 485 Underhill Blvd., Suite 205 Syosset, NY 11791 Contact: Peter G. Schiff Tel: (516) 364-5544 Fax: (516) 364-0879	Debt - Series A and Series B Noteholder	\$ 10,000,000
Trilinks Investment Trust c/o The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101	Trilinks Investment Trust c/o The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101 Contact: Kay Scow Tel: (612) 223-4046 Fax: (612) 298-3853	Debt - Series D Noteholder	\$ 7,563,636

LIST OF CREDITORS HOLDING 25 LARGEST UNSECURED CLAIMS (continuation)

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
Blue Ridge Investments, LLC 100 North Tryon Street Charlotte, NC 28255	Blue Ridge Investments, LLC 100 North Tryon Street Charlotte, NC 28255 Contact: J. Chandler Martin Tel: (704) 386-1618 Fax: (704) 386-6453	Put Option under Share Purchase Agreement	\$ 5,450,000
Life Insurance Co. of the Southwest 1300 W. Mockingbird Lane Dallas, TX 75247	Life Insurance Co. of the Southwest 1300 W. Mockingbird Lane Dallas, TX 75247 Contact: J. Chandler Martin Tel: (704) 386-1618 Fax: (704) 386-6453	Debt - Series D Noteholder	\$ 2,909,090
Blazeman & Company c/o The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101	Blazeman & Company c/o The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101 Contact: Kay Scow Tel: (612) 223-4046 Fax: (612) 298-3853	Debt - Series D Noteholder	\$ 1,800,000
Hare & Company 502 Maple Street Myrtle Beach, SC 55060-3046	Hare & Company 502 Maple Street Myrtle Beach, SC 55060-3046 Contact: Phillip Hare Tel: (843) 448-9008 Fax:	Debt - Series B Noteholder	\$ 1,500,000
Federated Life Insurance Company 121 East Park Square Owatonna, MN 55060-3046	Federated Life Insurance Company 121 East Park Square Owatonna, MN 55060-3046 Contact: Kirk N. Nelson Tel: (507) 455-5200 Fax: (507) 455-5145	Debt - Series D Noteholder	\$ 727,272
King & Spalding P.O. Box 116133 Atlanta, GA 30368-6113	King & Spalding P.O. Box 116133 Atlanta, GA 30368-6113 Tel: (404) 572-4600 Fax: (404) 572-1500	Trade debt	\$ 385,274
The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101	The Minnesota Mutual Life Insurance Company 400 North Robert Street St. Paul, MN 55101 Contact: Kay Scow Tel: (612) 223-4046 Fax: (612) 298-3853	Debt - Series D Noteholder	\$ 363,636
Mutual Trust Life Insurance Company 1200 Jorie Blvd. Oak Brook, IL 60522-9006	Mutual Trust Life Insurance Company 1200 Jorie Blvd. Oak Brook, IL 60522-9006 Contact: William K. Knudsen Tel: (630) 990-1000 Fax: (630) 990-0658	Debt - Series D Noteholder	\$ 363,636
National Travelers Life Insurance Company 5700 Westown Pkwy. West Des Moines, IA 50266-8221	National Travelers Life Insurance Company 5700 Westown Pkwy. West Des Moines, IA 50266-8221 Contact: James D. Wallace Tel: (515) 221-0101 Fax: (515) 221-3070	Debt - Series D Noteholder	\$ 363,636
Texas Life Insurance Company Texas Center 900 Washington Avenue Waco, TX 76701	Texas Life Insurance Company Texas Center 900 Washington Avenue Waco, TX 76701 Contact: Paul E. Anderson Tel: (817) 752-6521 Fax: (817) 754-7629	Debt - Series D Noteholder	\$ 363,636

LIST OF CREDITORS HOLDING 25 LARGEST UNSECURED CLAIMS (continuation)

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
Arthur Andersen LLP P.O. Box 70775 Chicago, IL 60673-0775	Arthur Andersen LLP P.O. Box 70775 Chicago, IL 60673-0775 Tel: (414) 271-5100 Fax: (414) 283-3200	Trade Debt	\$ 206,190
Towers Perrin 1500 Market Street Philadelphia, PA 19102-2100	Towers Perrin 1500 Market Street Philadelphia, PA 19102-2100 Contact: Susan Seiders Tel: (215) 246-6000 Fax: (215) 246-4463	Trade Debt	\$ 203,149
American Appraisal Associates 411 E. Wisconsin Avenue Suite 1900 Milwaukee, WI 53202	American Appraisal Associates 411 E. Wisconsin Avenue Suite 1900 Milwaukee, WI 53202 Contact: Joseph P. Zvesper Tel: (414) 271-7240 Fax: (414) 271-1041	Trade Debt	\$ 119,745
Michael Best & Friedrich 100 E. Wisconsin Avenue Milwaukee, WI 53202-4108	Michael Best & Friedrich 100 E. Wisconsin Avenue Milwaukee, WI 53202-4108 Tel: (414) 271-6560 Fax: (414) 277-0656	Trade Debt	\$ 116,426
Cigna P.O. Box 360263 Pittsburgh, PA 15251-6263	Cigna P.O. Box 360263 Pittsburgh, PA 15251-6263 Contact: Eric Russman Tel: (860) 726-5869 Fax: (860) 726-5634	Trade Debt	\$ 105,759
Wausau Insurance Companies P.O. Box 99164 Chicago, IL 60693-9164	Wausau Insurance Companies P.O. Box 99164 Chicago, IL 60693-9164 Contact: Tim Lambert Tel: (715) 842-6285 Fax: (715) 847-8825	Trade Debt	\$ 104,858
MIMLIC Funding, Inc. 400 North Robert Street St. Paul, MN 55101	MIMLIC Funding, Inc. 400 North Robert Street St. Paul, MN 55101 Contact: Wayne R. Schmidt Tel: (651) 665-4252	Debt - Series D Noteholder	\$ 72,727
Gulfstream 7440 Aviation Place Dallas, TX 75235-2804	Gulfstream 7440 Aviation Place Dallas, TX 75235-2804 Contact: James T. Johnson Tel: (214) 902-7500 Fax: (214) 902-7694	Trade Debt	\$ 72,484

LIST OF CREDITORS HOLDING 25 LARGEST UNSECURED CLAIMS (continuation)

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(5) AMOUNT OF CLAIM (If secured also state value of security)
Moody's Investors Service PO Box 102597 Atlanta, GA 30368-0597	Moody's Investors Service PO Box 102597 Atlanta, GA 30368-0597 Contact: Barbara Havlicek Tel: (212) 553-7259 Fax: (212) 553-4661	Trade Debt	\$ 38,000

Unsworn Declaration under Penalty of Perjury (partnership or corporation) I declare under penalty of perjury that I have read the answers contained in the foregoing list of creditors and that they are true and correct to the best of my knowledge, information and belief.

6/7/99
Date

Eric J. Furst
Signature

Eric B. Furstad, Assistant Secretary
Print Name and Title

(An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.)